

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

SEARS HOLDINGS CORPORATION, *et al.*,

**Debtors.<sup>1</sup>**

**Chapter 11**  
**Case No. 18-23538 (RDD)**  
**(Jointly Administered)**

**AFFIDAVIT AND DISCLOSURE STATEMENT OF AMY B. CARBINS,  
ON BEHALF OF DLA PIPER LLP (US)**

STATE OF \_\_\_\_\_ )  
 ) s.s.:  
COUNTY OF \_\_\_\_\_ )

Amy B. Carbins, being duly sworn, upon her oath, deposes and says as follows:

1. I am a partner of DLA Piper LLP (US), located at 500 Eighth Street, NW Washington, DC 20004 (the “**Firm**”).

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), have

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

requested that the Firm provide real estate legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following:

Various real estate and finance matters and a broad array of real estate transactions and related business organizational documents and corporate matters, land use, zoning and leasing issues.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$0 in respect of prepetition services rendered to the Debtors.

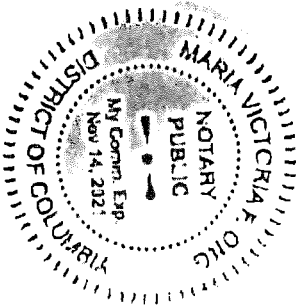
8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of  
the United States of America that the foregoing is true and correct, and that this Affidavit and  
Disclosure Statement was executed on November 27, 2018, at Washington, D.C.

Amy B. Carbins  
Amy B. Carbins

SWORN TO AND SUBSCRIBED before  
Me this 27th day of November, 2018

Maria Victoria J. Ortiz  
Notary Public



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)  
(Jointly Administered)

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Amy B. Carbins

DLA Piper LLP (US)

500 Eighth Street, NW Washington DC 2004

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2. Date of retention: October 15, 2018\_\_\_\_\_
3. Type of services to be provided:  
Real estate advisory legal services.
4. Brief description of services to be provided:  
Legal advice regarding largely real estate and finance, including related real estate transactions, business organizational and corporate matters, land use, zoning and leasing issues.
5. Arrangements for compensation (hourly, contingent, etc.):  
hourly
- (a) Average hourly rate (if applicable): \$580\_\_\_\_\_
- (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):  
\$151,067<sup>2</sup>
6. Prepetition claims against the Debtors held by the company:  
Amount of claim:\$ N/A\_\_\_\_\_
- Date claim arose: N/A\_\_\_\_\_
- Nature of claim: N/A\_\_\_\_\_

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<sup>2</sup> Estimated average monthly compensation excludes compensation for non-recurrent pre-petition services beyond the scope of services to be provided to the Debtors post-petition.

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: N/A \_\_\_\_\_

Status: N/A \_\_\_\_\_

Amount of claim: \$ N/A \_\_\_\_\_

Date claim arose: N/A \_\_\_\_\_

Nature of claim: N/A \_\_\_\_\_

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

DLA Piper neither holds nor represents any interest that is materially  
adverse to the Debtors or to their estates in connection with any matter on  
which DLA Piper would be employed.

9. Name and title of individual completing this form:

Amy B. Carbins, Partner.

Dated November 27, 2018